



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

9-170A062

RECORDATION NO

9/11/K
FILED 1425

June 13, 1989

JUN 19 1989 -11 55 AM

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Room 2215
Washington, DC 20423

RECORDATION NO

9/11-L
FILED 1425

JUN 19 1989 -11 55 AM

RE: Equipment Trust Agreement (Series 15)
Filed December 5, 1977
Recordation # 9111

INTERSTATE COMMERCE COMMISSION

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Sixth Supplemental Trust Agreement, dated October 17, 1988, between Union Tank Car Company and Continental Illinois National Bank and Trust Company of Chicago, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is a check for \$26.00 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.
Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/kdg
4066e

Enclosure



A MEMBER OF THE MARMON GROUP OF COMPANIES

Interstate Commerce Commission
Washington, D.C. 20423

6/19/89

OFFICE OF THE SECRETARY

patrick J. Allen
Senior Attorney
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/19/89 at 11:55am, and assigned recordation number(s). 9111-K & 9111-L

Sincerely yours,

Narta L. McEa

Secretary

Enclosure(s)

JUN 19 1989 - 11 55 AM

SIXTH SUPPLEMENTAL TRUST AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS SIXTH SUPPLEMENTAL TRUST AGREEMENT dated as of October 17, 1988, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee a Trust Agreement dated as of December 1, 1977 (the "Trust Agreement"), providing for the issue of its Equipment Certificates (Series 15); and

WHEREAS, the Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee upon the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By: _____

R. C. Gluth
R. C. Gluth, Executive
Vice President

ATTEST: _____

Robert W. Webb
Robert W. Webb, Secretary

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF CHICAGO

By: _____

Robert J. Smith
Vice President

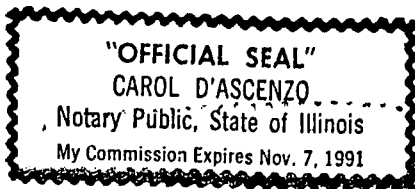
ATTEST: _____

Trust Officer
Trust Officer

CORPORATE PRODUCTS OFFICER

STATE OF ILLINOIS))
COUNTY OF COOK) SS

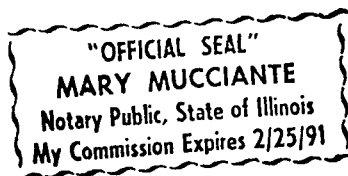
On the 21st day of October, 1988, before me personally came R.C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is the Executive Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.



Carol D'Ascenzo
Notary Public

STATE OF ILLINOIS)
COUNTY OF COOK) SS

On the 9th day of JUNE, 1988, before me personally came Robert J. Donahue, to me known, who being by me duly sworn, did depose and say that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.



May Muciarite
Notary Public

PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

RUN DATE: 07/29/80

CERTIFICATE TRUST SERIES: R015

| <u>QUANTITY</u> | <u>A.A.R. MECHANICAL DESIG. CODE</u> | <u>CAPACITY IN GALLONS</u> | <u>ROAD NUMBERS</u> |
|-----------------|----------------------------------------------|------------------------------------|---------------------|
| 6 | T564 | 17,300 | UTLX 900086-900091 |
| 6 TOTAL | | | |

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 07/29/86

CERTIFICATE TRUST SERIES: R015

| QUANTITY | A.A.R. MECHANICAL DESIG. CODE | CAPACITY IN GALLONS | ROAD NUMBERS |
|----------|-------------------------------------|---------------------------|-------------------------------|
| 1 | TA | 12,000 | TCDX11074 |
| 5 | TA | 13,500 | 11927,11940,11957-11958,11983 |
| 1 | TM | 14,000 | 24598 |
| 2 | TM | 14,694 | 12150,12292 |
| 2 | TM | 17,600 | 71832,71892 |
| 3 | TM | 20,000 | 46612,71170,76606 |
| 2 | TMI | 20,000 | BAYX1004-BAYX1005 |
| 1 | TP | 17,300 | 82653 |
| <hr/> | | | |
| 17 | TOTAL | | |

STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Kristine D. Gord, a Notary Public in and for said county and state, hereby states that she has compared the attached copy of the Sixth Supplemental Trust Agreement, dated October 17, 1988, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In witness whereof, the undersigned has set her hand and seal this 13th day of June, 1989.

Kristine D. Gord
Notary Public

4066e

